

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Civil Action No. 00-1827

Plaintiff,

Judge Cercone

v.

DAVID W. BUTLER,

Defendant.

[PROPOSED] ORDER

Having considered Defendant's Amended Motion for an Award of Attorneys' Fees and Expenses and all briefing thereupon, it is hereby ORDERED that this Motion is hereby GRANTED. IT IS FURTHER ORDERED that Plaintiff Securities and Exchange Commission shall pay Defendant David W. Butler a sum of \$1,320,440.30 within 90 days of this order, said sum being comprised of::

1. A sum of \$\$1,103,616 as recompense for the full market rate of Defendant's attorneys' fees, representing 4,133.1 hours of time expended by his counsel.
2. A sum of \$216,824.39 as recompense for Butler's costs and expenses of litigation.

IT IS SO ORDERED on this ____ day of _____, 2005.

David S. Cercone
United States District Judge